

# Bylaws of the Friends of the Arts School, Inc.

## Article I

### Name

The name of the corporation shall be the Friends of the Arts School, Inc., hereafter referred to as Friends. It is incorporated under the laws of the Commonwealth of Kentucky as a nonprofit corporation.

## Article II

### Purposes

#### Section 1. Organizational Purposes

Friends is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any subsequent section of the United States Internal Revenue Code). As a nonprofit corporation, Friends is prohibited from issuing stock, paying dividends, or distributing its assets to its Members. Friends may contract with its members, directors, or officers without violating tis provision.

#### Section 2. Educational Purposes

The mission of the Friends of the Arts School, Inc., formed to support the School for the Creative and Performing Arts (SCAPA) is to ensure for our children a superior education by generating funds, providing volunteer services, and cultivating community awareness for the school and its efforts to nourish creativity, promote academic proficiency, and encourage a respect for and appreciation of human diversity.

## Article III

### Basic Policy

#### Section 1. Policy

Friends shall be noncommercial, nonsectarian, and nonpartisan.

#### Section 2. Name

The name of the organization and the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of SCAPA or Friends.

### **Section 3. Political Association**

Friends shall not - directly or indirectly – participate or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

### **Section 4. School Association**

Friends shall work with school faculty and the Site Based Decision Making Council (SBDM) to provide quality education for SCAPA students, and shall seek to participate in the decision making process establishing school policy.

### **Section 5. Other Associations**

Friends may cooperate with other organizations and agencies concerned with education, the arts, or child welfare, but persons representing Friends in such matters shall make no commitments that bind the corporation with the express prior approval of the Board of Directors.

### **Section 6. Earnings**

No Part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

### **Section 7. Nonprofit**

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization except from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code.

### **Section 8. Dissolution**

Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization ,the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

## **Article IV**

### **Membership**

#### **Section 1. Types of Membership**

- A. Regular members shall be all parent(s) or legal guardian(s) of children enrolled in the School for the Creative and Performing Arts and faculty of the school. Any parent or legal guardian of children enrolled in SCAPA is automatically a member of the Friends.
- B. Participation in Friends meetings and activities is open to the greater arts community.

- C. Membership in Friends shall be made available without regard to race, color, creed, religion, or national origin.

## **Section 2. Actions of Members**

A member shall not act as a representative of Friends without the sanction of the Board of Directors.

# **Article V**

## **Officers**

### **Section 1. Officers**

The officers of the corporation shall be President, Executive-Vice President/President-Elect, Vice President for Development, Vice President for Administration – Bluegrass, Vice President for Administration – Lafayette, Vice President for Finance – Bluegrass, Vice President for Finance – Lafayette, Vice President for Communications, Vice President for Education & Enrichment – Lafayette, Vice President for Productions – Bluegrass, Vice President for Productions – Lafayette, Secretary, Treasurer, and Parliamentarian. Two individuals may share any of the aforementioned roles, designed as co-. One individual may fill up to two positions.

### **Section 2. Requirements for Office**

Each officer of the corporation shall be a parent or legal guardian of a student currently enrolled in the School for the Creative and Performing Arts.

### **Section 3. Responsibilities of Officers**

- A. All officers shall perform the duties as outlined in these bylaws and those assigned from time to time at the discretion of the Board of Directors.
- B. Upon expiration of the term of office or in the case of resignation, each officer shall turn over to the President, within thirty (30) days, all records, books, and other materials pertaining to the office and shall return to the Treasurer, within 5 days, all funds pertaining to the office.
- C. Each officer shall serve as a voting member of the Board of Directors.
- D. Officers shall make every attempt to attend all Friends meetings.

### **Section 4.**

- A. Terms of office shall be for one year, or until a successor is qualified and elected. All terms begin on July 1 of the year in which the officer is elected and end on June 30 of the following year.
- B. Neither the president nor the treasurer may serve more than two consecutive terms.

### **Section 5. Nominations and Elections**

- A. Election of officers, or the approval of the slate of officers, shall be held annually at either the April or May meeting of the general membership.
- B. A nominating committee composed of representatives from each SCAPA Bluegrass grade level and each of the arts areas at SCAPA Lafayette shall be formed at least one month prior to the election. The chairman of the committee shall be the parliamentarian.

- C. The nominating committee shall select an eligible nominee for each office under the provision of Article IV, Section 2. Only those persons who have signified their consent to serve if elected shall be nominated.
- D. The nominating committee shall reports its nominations to the membership at the April or May General Meeting. Nominations may be made from the floor, provided the consent of the nominee has been obtained.
- E. Election for officers shall be made by voice vote. A plurality vote shall elect.

### **Section 6. Vacancies**

A vacancy occurring in any office shall be filled for the unexpired term by an eligible member elected by a majority vote for the Board of Directors, prior notice having been given. In case a vacancy occurs in the office of President, the Senior Vice President/President-Elect shall fill the-unexpired term.

### **Section 7. Removal and Resignation**

- A. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors at a meeting of the Board called for that purpose.
- B. Three consecutive unexcused absences of an officer from meetings of the Board of Directors shall be cause for removal.
- C. An officer may resign at any time by giving written notice to the President or Secretary. Acceptance of such resignation shall not be necessary to make it effective.

## **Article VI**

### **Duties of Officers**

#### **Section 1. President**

- A. The President shall be the chief executive officer for the Friends of the Arts School, Inc., and the Board of Directors. As chief executive officer, the President is charged with oversight of the entire organization. As such, it is essential that the President take a board perspective regarding financial matters, volunteer, effort, support services, development, performances, and all other activities.
- B. The President shall schedule regular and special meetings of the Board of Directors and the general membership, prepare meeting agendas in consultation with the Vice Presidents, and preside over meetings.
- C. The President shall have the right to vote on all matters before the Boards of Directors and the general membership.
- D. The President shall have final approval of all Friends publications.
- E. The President shall approve and sign all contracts as the representative for the Friends Board and shall oversee distribution of complimentary tickets for SCAPA.
- F. The President, along with the Treasurer and the Executive Vice-President/President-Elect, will have signature control over bank account activities.

- G. The President shall give a bond for the faithful discharge of the President's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The bond premium shall be paid for with Friends' funds.
- H. The President shall have authority to delegate and clarify responsibilities of the officers and committees and shall be an *ex-officio* member of all committees, except the nominating committee.
- I. The President shall see that all resolutions of the Board of Directors and the general membership are carried out and shall attend community functions to represent Friends.
- J. The President shall work with the funds appropriated in the budget to provide services.
- K. The President shall oversee the Board policy manual and orientation of Board members.

### **Section 2. Executive Vice President/President-Elect**

- A. The Executive Vice President/President-Elect (President-Elect) shall work with the President to support and assist the President in all of the President's duties and shall accept any responsibilities assigned by the President.
- B. The President-Elect shall assist the Senior Vice Presidents for Bluegrass and Lafayette in coordinating volunteers for Friends activities.
- C. The President-Elect shall chair the SCAPA Bash committee.
- D. The President-Elect shall attend Friends Board and general membership meetings.
- E. The President-Elect shall serve on the grant allocation committee, the budget committee, the programs/advertising committee, the nominating committee, and other committees as needed.
- F. Along with the President and Treasurer, the President-Elect shall have signature control over bank account activities.
- G. The President-Elect shall give a bond for the faithful discharge of the President-Elect's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The bond premium shall be paid for with Friends' funds.
- H. In the absence of the President, the President-Elect shall fulfill the duties of President.
- I. The President-Elect shall, the year following service in this role, be nominated for the office of President.
- J. The President-Elect shall work within the funds appropriated in the budget to provide services.

### **Section 3. Vice President of Development**

- A. The Vice President of Development shall oversee all developmental activities of the Friends.
- B. The Vice President of Development is responsible for long-term fund-raising activities, the acquisition of grant, and foundation donations.
- C. The Vice President of Development shall be a liaison with the Board and parents for the exploration and implementation of developmental plans.
- D. The Vice President of Development shall serve on the budget committee and the programs/advertising committee.
- E. The Vice President of Development shall attend Friends Board and general membership meetings.
- F. The Vice President of Development shall work within the funds appropriated in the budget to provide services.

#### **Section 4. Vice Presidents for Administration**

- A. The Vice Presidents for Administration (Bluegrass and Lafayette) shall attend Site Based Decision Making Council (SBDM) meetings for the school he/she represents and either attends the Friends Board and general membership meetings to report on actions of the SBDM or submit, prior to those meeting, a written report on actions of the SBDM.
- B. The Vice President for Administration (Bluegrass) shall conduct the SBDM election for SCAPA Bluegrass.
- C. They shall work within the funds appropriated in the budget to provide services.
- D. The Vice President for Administration (Lafayette) shall appoint a PTSA representative to attend all Lafayette PTSA and SCAPA Board and general membership meetings.

#### **Section 5. Vice Presidents of Finance (Bluegrass and Lafayette)**

- A. The Vice Presidents of Finance (Bluegrass and Lafayette) shall co-chair the budget committee, which oversees the preparation of the annual budget. They shall monitor spending and bookkeeping, assure fiscal responsibility of all Friends activities, and oversee income-producing activities and fund-raising committees.
- B. They shall be responsible for the annual audit of all financial records.
- C. They shall form and supervise the following standing committees: budget committee, programs/advertising committee, and grant allocation committee.
- D. They shall attend all Friends Board and general membership meetings or submit a written report prior to the meeting.
- E. They shall work within the funds appropriated in the budget to provide services.

#### **Section 6. Vice President of Communications**

- A. The Vice President of Communications shall insure that members are informed of activities via phone calls, e-mail, newsletters, Friends bulletin boards, mailings, calendars, production programs and membership directory.
- B. They shall promote Friends and SCAPA students to the media, other schools, community organizations and arts groups to fulfill the mission of the organization.
- C. They shall attend Friends Board and general membership meetings or submit a written report prior to the meeting.
- D. They shall work within the funds appropriated in the budget to provide services.

#### **Section 7. Vice Presidents of Education and Enrichment**

- A. The Vice Presidents of Education and Enrichment (Bluegrass and Lafayette) shall maintain positive student and teacher relations, providing support and encouragement and enrichment activities, such as assemblies, to all students and teachers.
- B. They shall work to improve SCAPA's facilities and to increase SCAPA's inventory of equipment and supplies unique to the needs of an arts school.
- C. They shall work with the grade level and arts representatives and the SBDM Council parent representative to make parents' concerns known to the SBDM.

- D. They shall oversee volunteer coordination, teacher lunches during audition dates, community service projects, teacher appreciation week activities, benevolences, and assemblies.
- E. They shall solicit grant requests from SCAPA teachers and shall serve on the grant allocation committee.
- F. They shall attend Friends Board and general membership meeting or submit a written report prior to the meeting.
- G. They shall work within the funds appropriated in the budget to provide serves.

#### **Section 8. Vice Presidents of Productions**

- A. The Vice Presidents of Productions shall oversee the planning and implementation of arts productions and exhibits.
- B. They shall work with other officers and/or committee to obtain necessary funding and publicity for productions and exhibits.
- C. They shall appoint a producer(s) or manager(s) for all Friends-funded productions and exhibits.
- D. They shall work with the program committee on all programs for productions and exhibits.
- E. They shall attend Friends Board and general membership meetings or submit a written report prior to the meeting.
- F. They shall work within the funds appropriated in the budget to provide services.

#### **Section 9. Secretary**

- A. The Secretary shall attend the Friends Board and general membership meetings and shall keep the minutes of those meetings in one or more books provided for that purpose.
- B. The Secretary shall see that all notices are duly given in accordance with the provision of these bylaws or as required by law.
- C. The Secretary shall be the custodian of the records and shall verify their authenticity as required.
- D. The Secretary shall keep a register of the mailing addresses of each director and member.
- E. The Secretary shall file records of committee meetings as provided by the vice presidents and/or committee chairmen.
- F. The Secretary shall keep copies and/or records of Board.
- G. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or Board.
- H. The Secretary shall work within the funds appropriated in the budget to provide services.

#### **Section 10. Treasurer**

- A. The Treasurer shall have charge and custody of and be responsible for all funds, assets, and securities of the organization.
- B. The Treasurer shall keep a full and accurate account of receipts and expenditures and shall deposit all such monies in the name of Friends in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of these bylaws.
- C. In accordance with the budget adopted by the organization, the Treasurer shall make disbursements as authorized by the President, Board of Directors, or the general membership.

- D. The Treasurer shall present a complete financial report at each meeting of the organization and at other times as requested by the Board of Directors and shall make a full report at the meeting at which new officers officially assume their duties.
- E. The Treasurer will serve as a member of the budget committee and the grant allocation committee.
- F. The Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The bond premium shall be paid for with Friends' funds.
- G. The organization's accounts shall be examined annually by the Vice Presidents for Finance and/or an auditing committee appointed by the Board of Directors.
- H. The Treasurer shall maintain an inventory of all Friends' properties.
- I. In general, the Treasurer shall perform all duties incident to the office Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President, or the Board of Directors.
- J. The Treasurer shall assist in the preparation of tax returns and other legal documents for the Friends.
- K. Along with the President and Senior Vice President/President-Elect, the treasurer shall have signature control over bank account activities.
- L. The Treasurer shall attend the Friends Board and general membership meetings, the budget committee meetings, and the SBDM budget committee meetings.
- M. The Treasurer shall work within the funds appropriated in the budget to provide services.

#### **Section 11. Parliamentarian**

- A. The Parliamentarian shall aid the President by insuring that meetings of the Board of Directors and general membership proceed in an orderly manner, in compliance with the parliamentary authority and these bylaws.
- B. The Parliamentarian shall form and chair the bylaws/policies committee and shall be responsible for updating bylaws or appointing someone to do so, as voted by the general membership or Board of Directors.
- C. The Parliamentarian shall form and chair the Friends Board of Directors nomination committee and election process.
- D. The Parliamentarian shall attend the Friends Board and general membership meetings or submit a written report prior to the meeting.
- E. The Parliamentarian shall work within the funds appropriated in the budget to provide services.

## **Article VII**

### **Board of Directors**

#### **Section 1. Membership**

The Board of Directors shall consist of the elected officers, the grade and arts representatives, a faculty representative from SCAPA at Bluegrass, a faculty representative from SCAPA at Lafayette, a parent representative from the SCAPA at Bluegrass SBDM, a parent representative from the SCAPA at Lafayette



SBDM, the Friends representative to the Lafayette PTSA Board, as applicable. The Board of Directors shall consist of not fewer than six (6) and not more than fifty (50).

### **Section 2. Duties**

- A. The duties of the Board of Directors shall be to transact necessary business in the intervals between general membership meetings and such other business as may be referred by the general membership.
- B. The Board of Directors shall have the authority to contract for he Friends and execute all document sin the name of or on behalf of the Friends of the Arts School, Inc.; to create standing and special committee; initiate and execute policies consistent with the mission of the Friends; present reports at the general meetings; establish an operating budget for Friends; and manage the financial affairs of the corporation in a responsible manner.

### **Section 3. Quorum**

Six (6) members of the Board of Directors shall constitute a quorum.

### **Section 4. Manner of Acting**

The act of the majority of Directors present and voting shall be the act of the Board of Directors, providing a quorum is present and except as otherwise provided by these Bylaws or by law. Voting can take place electronically. Present includes those attending by electronic media.

### **Section 5. Vacancies**

- A. A vacancy occurring in a Board of Directors position, other than that of an elected officer, shall be filled for the unexpired term by presidential appointment.
- B. If a Board member ceases to have a child enrolled in SCAPA, a successor shall be appointed within forty-five (45) days.

## **Article VIII**

### **Grade Level and Arts Representatives**

#### **Section 1. Number**

At least one representative from each SCAPA Bluegrass grade level and one representative from each of the arts areas at SCAPA Bluegrass and Lafayette shall be appointed by the Board of Directors to serve as a link between the Board of Directors and that grade level or arts area.

#### **Section 2. Responsibilities**

- A. Each representative shall take responsibility for ascertaining the needs of the teachers, students, and parents of that grade level or arts area and shall represent such to the Board of Directors.
- B. They shall work closely with the corresponding Vice-President for Education and Enrichment to fulfill the goals of that office.
- C. They shall also communicate the needs and concerns of their particular grade to the SGDM parent representative(s).

- D. They shall work closely with the Vice Presidents for Finance in recruiting volunteers to assist with the fundraising activities.
- E. All grade level and arts representative shall serve on the nominating committee.
- F. They shall attend Friends' Board and general membership meeting or provide a written report prior to the meeting.
- G. They shall work within the funds appropriated in the budget to provide services.
- H. Art area representative is to be the correspondence between specific art area teacher and the parents/guardians. They should work with the teachers to form an email distribution list, consisting of majors and minors. They will submit any pertinent information to the Board of Directors.

### **Section 3. Term**

The term of office for each grade level and arts representative, except for fourth grade representatives, shall be for one year beginning on July 1 of the years in which the grade or arts representative is appointment and ending on June 30 of the following year. The term of office for the fourth grade representative shall begin on the date that representative is appointment and shall end on June 30 of the following year.

### **Section 4. Vacancies**

A vacancy occurring in any grade level or arts position shall be filled for the unexpired term by presidential appointment.

## **Article IX**

### **Meetings**

#### **Section 1. Board of Directors**

The Board of Directors shall meet monthly. Dates of meetings shall be determined by the officers and announced no later than the first (1<sup>st</sup>) meeting of the academic year. Seven days' notice shall be given of a change of date.

#### **Section 2. General Membership**

A minimum of two general meetings of the membership shall be held during the academic year. One meeting shall be held in April for the election of officers. Dates of meetings shall be determined by the Board of Directors and announced no later than the first (1<sup>st</sup>) meeting of the year. Seven days' notice shall be given on a change of date. The location of the general meeting shall be specific in the notice of the meeting. Eight (8) members shall constitute a quorum for the transaction of business at any general meeting. The membership shall act by majority vote, except as may be otherwise specifically provided by Kentucky law or these bylaws.

#### **Section 3. Special Meetings**

- A. Special meetings for the Board of Directors may be called by the President, or by five (5) Directors upon not less than three (3) days' prior notice to all Directors.

- B. Special general meetings of the membership may be called by the President, five (5) Directors or any fifteen (15) members, upon not less than three (3) days' prior notice to all members.
- C. Notice of any special meeting shall state the time, place and purpose of the meeting. Notice may be in writing, given personally (including telephone), by e-mail, or by mail.

#### **Section 4. Notice**

If notice of any meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member or the Director as the case may be, to whom such notice is directed at the address set forth in the register of mailing addresses maintained by the Secretary, with postage prepaid. Each member shall be responsible for furnishing his/her current mailing address to the Secretary.

#### **Section 5. Chair and Secretary**

At all meetings of the organization, the President shall act as the chair. The Senior Vice President/President-Elect shall chair a meeting in the absence of the President. A Secretary *pro tempore* may be appointed by the chair in the absence of the Secretary.

## **Article X**

### **Committees**

#### **Section 1. Standing Committees**

- A. The Board of Directors may create such standing committees as it may deem necessary to promote the mission of the Friends or carry on the work of the organization. Chairs and members of standing committees shall be approved by the Board of Directors.
- B. Standing committees shall include, but not be limited to: Fundraising, budget, bylaws/policies, nominating, grant allocation, and marketing.
- C. No committee work or action shall be undertaken without the consent of the Board of Directors. The chair of each standing committee shall present a plan of work to the Board of Directors for approval.
- D. The term of each standing committee shall be one (1) year or until selection of a successor.

#### **Section 2. Special Committees**

- A. Special committees shall be established by the Board of Directors from time to time to examine and make recommendations regarding the activities of Friends. Such committees will be charged with investigating, reviewing, and making recommendations regarding the area of concern as directed.
- B. Chairpersons of special committees shall serve until the work of the committee has been completed and the committee is discharged by the Board of Directors.

#### **Section 3. President's Role on Committees**

The President shall be an *ex-officio* member of all committees except the nominating committee.

## **Article XI**

### **Fund Allocation**

#### **Section 1. General Policies**

Emergency fund approval for an arts/school related item that has a deadline that falls between monthly Board meetings, shall require previous proposal, discussion, and/or approval of the event or expenditure at a previous board meeting. An emergency financial meeting shall be held. Meeting can be called by email on short notice. Signature can stand for verbal vote.

## **Article XII**

### **Fiscal Year**

The fiscal year of the organization shall begin on July 1 and end on June 30.

## **Article XIII**

### **Parliamentary Authority**

The current edition of Carmon's Rules of Order shall govern the organization in all cases in which they are applicable. The secondary parliamentary authority shall be the current edition of Robert's Rules of Order.

## **Article XIV**

### **Amendments**

These bylaws may be amended at any general meetings of the organization provided that notice of the proposed amendment(s) shall have been given at least 30 days prior to the meeting at which the amendment is voted upon. Bylaws amendments shall require a two-thirds (2/3) vote of the members present and voting. Amendments shall become effective at the conclusion of the meeting at which they are adopted.